

Amended & Restated Bylaws

&

Rules of Governance & Operation

USA Federation for Sport Cheering

ARTICLE 1—DEFINITIONS

The following definitions apply for purposes of these Bylaws:

- 1.1 “Active Athlete” means any individual who, at the time of election has either: (i) demonstrated that, within the prior ten (10) years, he or she represented the United States in World Competition (as defined in this Article 1) in Cheer, or (ii) demonstrated that, within the preceding twenty-four (24) months, he or she was actively engaged in Amateur Athletic Competition in Cheer (the “**24-Month Rule**”). For purposes of meeting the Active Athlete Requirement, Active Athletes may not be drawn from events that categorize entrants in age-restricted classifications commonly known as “Juniors,” “Masters,” “Seniors,” “Veterans,” or other similarly designated age-restricted competition; in accordance with Section 8.8.2 of the USOC Bylaws, this restriction on age-restricted categories is not intended to exclude from eligibility athletes who compete in an event for which the IOC or ICU has established an age restriction but whom otherwise meet the standard set forth in this Section.
- 1.2 “Active Athlete Requirement” means those standards set forth in Section 11.1.
- 1.3 “Active Paralympic Athlete” means any individual who, at the time of election has either: (i) demonstrated that, within the prior ten (10) years, he or she represented the United States in World Paralympic Competition in Cheer, or (ii) demonstrated that, within the preceding twenty-four (24) months, he or she was actively engaged in Amateur Athletic Competition in Cheer by demonstrating that he or she finished in the top half of the national championships or team selection competition for World Paralympic Competition in Cheer (as defined in this Article 1), participated as a member of USA Cheer’s national team in World Paralympic Competition, or for purposes of satisfying the requirement set forth in Section 8.8.2(b)(ii) of the USOC Bylaws only, within ten (10) years preceding election, represented the United States in the World Paralympic Competition in Cheer.
- 1.4 “Athlete” means an athlete who (i) is eligible under ICU rules to compete in International Amateur Athletic Competitions sanctioned by ICU, or (ii) is eligible to participate in one or more of the disciplines of Cheer, including (without limitation) all-star, school, game day, club, and STUNT.
- 1.5 “Amateur Athletic Competition” shall have the same meaning as “amateur athletic competition” as set forth in Section 1.3 of the USOC Bylaws. At the time of entering into these Bylaws, “Amateur Athletic Competition” means a contest, game, meet, match, tournament, regatta, or other event in which Athletes compete.
- 1.6 “Amateur Sports Act” means the Ted Stevens Olympic and Amateur Sports Act adopted on November 8, 1978, amended on July 8, 1980 and October 21, 1998, codified at 36 U.S.C. § 220501 through § 220529 of the United States Code, as amended from time to time.

- 1.7 “CC” means Champion Cheerleading.
- 1.8 “Cheer” means sport cheering.
- 1.9 “Cheer Community” means all those individuals, groups, and organizations that have an association with or interest in Cheer.
- 1.10 “CL” means Cheer Limited.
- 1.11 “Code” means the Internal Revenue Code of 1986, as amended.
- 1.12 “Designated Committee” is defined in Section 11.1.1.
- 1.13 “ICU” means the International Cheer Union, a nonprofit corporation organized on May 31, 2007 under the laws of the State of Texas and the international federation for Cheer, as recognized by GAISF (formerly known as SportAccord) and the IOC.
- 1.14 “International Amateur Athletic Competition” shall have the same meaning as “international amateur athletic competition” as set forth in Section 1.3 of the USOC Bylaws. At the time of entering into these Bylaws, “International Amateur Athletic Competition” means Amateur Athletic Competition between any Athlete or Athletes representing the United States either individually or as part of a team, and any Athlete or Athletes representing any foreign country.
- 1.15 “IOC” means the International Olympic Committee.
- 1.16 “IPC” means the International Paralympic Committee.
- 1.17 “NASC” means the National Alliance for School Cheerleading, a consortium group that is comprised of the organizations that are intimately involved with national level Cheer and Cheer events, competitions, programs, and education in the school environment (high schools and institutions of higher education). At the time of adoption of these Bylaws, NASC members include UCA, NCA, CL, USA, and CC.
- 1.18 “National Governing Body” or “NGB” means a National Sports Organization that is recognized by the USOC under Section 220521 of the Amateur Sports Act.
- 1.19 “National Sports Organization” means a nonprofit corporation, club, federation, union, association, or other group organized in the United States that sponsors or arranges any Amateur Athletic Competition, instruction, events, or other services associated with Cheer.
- 1.20 “NCA” means the National Cheerleaders Association.
- 1.21 “NCAA” means the National Collegiate Athletic Association.
- 1.22 “NFSHSA” means the National Federation of State High School Associations.

- 1.23 “PASO” means the Pan American Sport Organization.
- 1.24 “STUNT” means the sport of STUNT developed by USA Cheer, which shall include any substantially similar sport (i.e., competitive sport cheer in California).
- 1.25 “TBOC” means the Texas Business Organizations Code, as amended.
- 1.26 “UCA” means the Universal Cheerleaders Association.
- 1.27 “USA” means the United Spirit Association.
- 1.28 “USA Cheer” means USA Federation for Sport Cheering, a nonprofit corporation organized on May 18, 2007 under the laws of the State of Texas.
- 1.29 “USASF” means the United States All Star Federation.
- 1.30 “USOC” means the United States Olympic Committee.
- 1.31 “USOC Bylaws” means those Bylaws adopted by the USOC, as amended from time to time. At the time of entering into these Bylaws, the USOC Bylaws were most recently amended on April 18, 2018.
- 1.32 “WADA” means the World Anti-Doping Agency.
- 1.33 “World Competition” means the Olympic or Pan American Games, an Operation Gold event, a World Championship recognized by ICU for which a competitive selection process was administered by the Corporation, or an international championship recognized by ICU.
- 1.34 “World Paralympic Competition” means the Paralympic or Parapan Games or an IPC-recognized World Championship in events on the Paralympic Games program.

ARTICLE 2—OFFICES; GENERAL PURPOSES

- 2.1 Name and Purpose. The name of this corporation shall be “USA Federation for Sport Cheering” (hereinafter referred to as “USA Cheer”). USA Cheer is formed exclusively as an exempt organization within the meaning of Section 501(c)(3) of the Code to (i) act as the National Governing Body for Cheer in the United States (or, if no National Governing Body for Cheer is recognized in the United States, act in a manner which accomplishes a similar goal), (ii) be recognized as such by the USOC, and (iii) act as the United States member in the ICU. USA Cheer shall comply with the applicable requirements for recognition as a National Governing Body and shall perform all other applicable obligations and duties as set forth in the Amateur Sports Act and as mandated by the USOC, as such requirements, obligations, and duties are promulgated or revised from time to time.

Specifically, as the National Governing Body for Cheer, USA Cheer has the following primary purposes:

- a. Foster Amateur Athletic Competition in Cheer and International Amateur Athletic Competition in Cheer;
- b. Develop and grow interest and participation in Cheer throughout the United States;
- c. Achieve sustained competitive excellence by the United States in Cheer in Olympic, Paralympic, Pan American, and Parapan American competition, as well as other Amateur Athletic Competition and International Athletic Competition, as applicable;
- d. Encourage and support safety in Cheer, including (i) providing and coordinating technical information on physical training, equipment design, coaching, and performance analysis in Cheer; and (ii) encouraging and supporting research, development, and dissemination of information in the areas of sports medicine and sports safety in Cheer;
- e. Sanction Amateur Athletic Competition in Cheer, in accordance with the provisions of these Bylaws, and coordinate Athlete participation in such competition; and
- f. Coordinate the representation of the United States in International Amateur Athletic Competition for Cheer.

Pursuant to such purposes, USA Cheer may engage in the following activities, without limitation:

- a. Be responsible to the persons and National Sports Organizations, including other Cheer organizations, which are active in Cheer.
- b. Minimize, through coordination with other National Sports Organizations and other Cheer organizations, conflicts in the scheduling of all practices and competitions in Cheer.
- c. Keep Athletes active in Cheer informed of policy matters and reasonably reflect the views of such Athletes in the policy decisions of USA Cheer.
- d. Disseminate and distribute to Athletes, coaches, trainers (including, without limitation, athletic trainers and non-medical personnel), managers, administrators, and officials in a timely manner the applicable rules and any changes to such rules of USA Cheer, the USOC, the ICU, the IOC, the IPC, and PASO.
- e. Allow an Athlete to compete in any Amateur Athletic Competition conducted by any National Sports Organization or person, unless USA Cheer establishes that its denial is based on evidence that the organization or person conducting the

competition does not meet the requirements stated in Section 220525 of the Amateur Sports Act.

- f. Coordinate and provide for participation by Athletes in national Amateur Athletic Competition in Cheer, in accordance with the provisions of USA Cheer's Certificate of Formation, as amended, or these Bylaws.
- g. Provide equitable support and encouragement for participation in Cheer.
- h. Encourage and support athletic programs in Cheer for disabled individuals and the participation of individuals with disabilities in amateur athletic activity, including, where feasible, the expansion of opportunities for meaningful participation by individuals with disabilities in programs of Amateur Athletic Competition.
- i. Be committed to equal opportunity and fair treatment providing for equal opportunity to all applicants for employment and to employees without regard to race, color, religion, national origin, age, disability, sex, sexual orientation, gender identity, gender expression, or marital status, and actively involve minorities and women, and similarly encourage its members (as defined in these Bylaws) towards such involvement, to occupy positions at all levels of USA Cheer including the Board of Directors, Executive Committee, committees, and administrative staff.
- j. Follow and support the programs that are endorsed by the IOC, the IPC, and the USOC pursuant to the rules and regulations of WADA and all those similar rules that are consistent with the best interest of the Athletes involved with Cheer.

2.2 Support of School Environment. USA Cheer acknowledges and appreciates the unique role that Cheer has historically played as an educational, leadership, sportsmanship, and team-building activity in the high schools and institutions of higher education of the United States. While USA Cheer supports the competitive aspects and activities of Cheer, which function more as a sport, USA Cheer is also committed to maintaining and supporting the traditional role of Cheer (i.e. game day Cheer) in the school environment.

2.3 Non-Interference with the Sport; Surplus Funds. USA Cheer acknowledges and appreciates the unique manner in which Cheer has developed in the United States, with myriad organizations engaging in activities that further develop Cheer and enhance and increase the available opportunities to participate in Cheer on all levels. USA Cheer further recognizes that its role as an NGB should, to the extent possible, seek to enhance the existing Cheer Community, rather than create unnecessary restriction or bureaucracy. USA Cheer also acknowledges that its funds and assets should be used to such purpose, and that it should avoid in all possible events, the temptation to create additional administrative or bureaucratic positions that unnecessarily increase cost.

At the end of each fiscal year, USA Cheer shall determine the amount of revenue in excess of expenses for such fiscal year, taking into consideration the operating budget for the succeeding year, as approved by the Board of Directors (the "*Surplus*"). The Board of

Directors may allocate all or any portion of such Surplus as an operating reserve. Unless two-thirds (2/3^{rds}) of the Board of Directors determines otherwise due to extenuating circumstances, the remaining Surplus shall be used for the following specific purposes: (i) encouraging and supporting the growth of Cheer in areas lacking resources (including, without limitation, equipment grants and college scholarships), and (ii) funding safety studies and initiatives and related projects.

- 2.4 Principal Office. The principal office of USA Cheer shall be located in the State of Tennessee, City of Memphis, County of Shelby. USA Cheer may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of USA Cheer may require from time to time.
- 2.5 Registered Office and Registered Agent. USA Cheer shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the TBOC. The registered office may be, but need not be, identical with the principal office of USA Cheer in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 3—AUTHORITY

The powers of USA Cheer shall not violate the restrictions imposed under Section 501(c)(3) or other relevant provisions of the Code, but shall otherwise include, without limitation, the following powers:

- a. Represent the United States in the ICU.
- b. Establish national goals and encourage the attainment of those goals in Cheer.
- c. Serve as the coordinating body for athletic activity of Cheer in the United States.
- d. Exercise jurisdiction over international athletic activities as relevant, including sanctioning International Amateur Athletic Competition in Cheer held in the United States, and sanctioning the sponsorship of International Amateur Athletic Competition in Cheer held outside the United States, in accordance with the provisions of these Bylaws.
- e. Conduct and/or sanction Amateur Athletic Competition in Cheer, including national championships and International Amateur Athletic Competition in the United States, and establish procedures for the determination of eligibility standards for participation in such competitions, except for restricted competition referred to in paragraph g of this Article 3.

- f. If and when appropriate, recommend to the USOC or other governing bodies individuals and teams to represent the United States in the Olympic or Paralympic Games, or other such designated international events, in Cheer.
- g. Designate individuals and teams to represent the United States in International Amateur Athletic Competition in Cheer (including, without limitation, the World Championship conducted by ICU or any championship conducted by a continental alliance) and certify, in accordance with the rules of ICU, the eligibility of such individuals and teams; provided, however that any National Sports Organization which conducts Amateur Athletic Competition, participation in which is restricted to a specific class of Athletes (such as high school students, college students, members of the USASF or similar groups or categories), shall have exclusive jurisdiction over such competition.

ARTICLE 4—AUTONOMY

USA Cheer shall be autonomous in its governance of Cheer within the United States and as set forth in USA Cheer’s Certificate of Formation, as amended, and these Bylaws, in that it independently shall determine and control all matters central to such governance, shall not delegate such determination and control, and shall be free from outside restraint. This provision shall not be construed as preventing USA Cheer from contracting with third parties for administrative assistance and support, or other such support deemed appropriate and necessary by the President, Executive Committee, and Board of Directors.

ARTICLE 5—MEMBERSHIP

Membership in USA Cheer shall be a privilege and not a right. There shall be four (4) types of membership in USA Cheer, none of which shall be considered members for purposes of Texas law, but which shall have the voting rights described in this Article 5.

5.1 Delegate Members. Delegate members shall have representation within USA Cheer through the representatives elected to the Board of Directors as detailed in Section 6.2.2. The Delegate Members of USA Cheer are as follows:

- a. Active Athletes Assembly (see Section 11.2)
- b. USASF
- c. NFSHSA
- d. Coaches Assembly
- e. NASC (see Section 5.1.3)
- f. NCAA

If any Delegate Member named in this Section 5.1 declines or otherwise fails to act, an appropriate sports organization shall be designated by the Board of Directors to represent such Delegate Member's constituencies within the Cheer Community. In such event, all references in these Bylaws to the Delegate Member that failed to act shall be deemed to refer to the organization serving as its replacement. Further, if after initially declining to act as a Delegate Member, an organization subsequently is willing to act as a Delegate Member, the Board of Directors shall consider the circumstances and make a determination in its discretion, taking into consideration the best interests of Cheer and the Cheer Community.

5.1.1 Eligibility. Delegate Membership shall be open to all National Sports Organizations located in the United States that actively conduct a national program or regular national Amateur Athletic Competition in Cheer, whether in the school or competitive environment. Delegate Membership may also be offered to national organizations that form groups or alliances, as so designated and recognized in the discretion of the Board of Directors. Delegate Members shall be limited to organizations that, in the discretion of the Board of Directors, are widely known, respected, have broad-based participation, have experience in their respective field, and have credibility and acceptance from the Cheer Community in the United States.

5.1.2 Election. Delegate Members in addition to those organizations named above in this Section 5.1 may be elected to USA Cheer by a two-thirds (2/3) vote of the Board of Directors.

5.1.3 NASC. For purposes of electing Directors on behalf of NASC pursuant to Article 6, the distribution of voting rights among NASC members shall be as set forth in the NASC Bylaws, as further modified below in this Section 5.1.3.

The manner of selection of the four (4) Directors by NASC shall be determined by NASC, subject to the review and approval of the Executive Committee of USA Cheer.

5.2 Associate Members.

5.2.1 Eligibility. This membership shall be open to National Sports Organizations which conduct programs in or related to Cheer as a competitive sport, but which do not qualify for Delegate Membership, whether under the terms of Section 5.1 or in the discretion of the Board of Directors. Associate Members shall not have any representation in USA Cheer, but shall receive publications, media releases, and other selected organizational mailings and correspondence, at the discretion of the Executive Committee. Provided, however, that an Associate Member may have indirect representation in USA Cheer to the extent such member belongs to a group or alliance then acting as a Delegate Member; in such a case, the specific voting power of such Associate Member with respect to actions of the Delegate Member

shall be left to the discretion of said Delegate Member's governing body, except as otherwise provided herein.

5.2.2 Election. Associate Members may be elected to USA Cheer by majority vote of the Board of Directors.

5.3 Affiliate Members.

5.3.1 Eligibility. This membership shall be open only to industry suppliers or similar commercial groups involving Cheer in their activities. Affiliate Members shall not have representation in USA Cheer and each Affiliate Member shall, as a condition of affiliate membership, certify that it shall not directly or indirectly utilize such membership for commercial purposes. Affiliate Members shall receive publications, media releases, and other selected organizational mailings and correspondence, at the discretion of the Executive Committee.

5.3.2 Election. Affiliate Members may be elected to USA Cheer by majority vote of the Board of Directors.

5.4 Individual Members. This membership shall be open to individual cheerleaders, coaches, trainers (including, without limitation, athletic trainers and non-medical personnel), managers, administrators, and officials, including (without limitation) those participating in the following categories of Cheer: all-star, school, and STUNT. Individual Members shall not have any direct representation in USA Cheer, but may have indirect representation in USA Cheer to the extent such member belongs to a group or alliance then acting as a Delegate Member; in such a case, the specific voting power of Individual Members with respect to actions of the Delegate Member shall be left to the discretion of said Delegate Member's governing body, except as otherwise provided herein. Individual Members shall receive publications, media releases, and other selected organizational mailings and correspondence, at the discretion of the Executive Committee.

5.5 Dues and Assessments. The Board of Directors may set annual dues (if any) for the ensuing calendar year for all categories of membership of USA Cheer. By majority vote, the Board of Directors at any regular or special meeting may establish, increase, or decrease these dues and/or assess members for additional amounts, and may set different levels of dues for each member category and for each Delegate Member, as appropriate. Dues notices (if any) shall be distributed to each member as soon as possible following USA Cheer's annual meeting and in no event later than December 31 of each year. A member shall be considered in good standing for a year if such member's dues are paid in full on or before February 1 of such year (or, if no dues are assessed for such year). Except as otherwise determined by the Executive Committee or Board of Directors, only members in good standing are entitled to the rights, services, and benefits of membership in USA Cheer.

5.6 Meetings of the Members. Meetings of the members of USA Cheer may be called by the President or a written petition signed by at least two-thirds (2/3) of the Delegate Members. At each meeting of the members, the members shall receive a report from the President

concerning activities of USA Cheer since the last meeting of the members and plans for the future, as well as advisement on any other relevant matters of USA Cheer in the Executive Committee's discretion.

- 5.7 Removal of Member. A Delegate Member, Associate Member, or Affiliate Member may be removed for cause at the discretion of the Board of Directors, upon a two-thirds (2/3) vote. The Executive Committee may remove an Individual Member for cause.
- 5.8 Suspension of Member. A Delegate Member, Associate Member, or Affiliate Member may be temporarily suspended for cause at the discretion of the Board of Directors. The Executive Committee may suspend an Individual Member for cause.

ARTICLE 6—BOARD OF DIRECTORS

- 6.1 General Powers. The affairs of USA Cheer shall be governed and conducted by a Board of Directors. Directors need not be residents of Texas, but shall be residents of the United States.

Actions taken by the Board of Directors or by the Executive Committee pursuant to authorization of the Board of Directors shall constitute the acts of USA Cheer and have full binding effect.

- 6.2 Number, Election, Tenure, and Qualification.

6.2.1 The Board of Directors shall consist of fifteen (15) persons. The Board of Directors may not increase or decrease the number of Directors without amending these Bylaws, and in no event shall the number of Directors ever be less than three (3).

6.2.2 Election. Delegate Members shall be entitled to appoint the number of Directors set forth below, subject to the approval of the Board of Directors of USA Cheer.

* Active Athletes Assembly	3 Directors (see <u>Sections 6.2.3</u> and <u>11.2</u>)
* USASF	3 Directors
* NFSHSA	1 Director
* Coaches & Administrators Assembly	3 Directors
* NASC	4 Directors
* NCAA	1 Director

The number of Directors each Delegate Member is entitled to appoint under this Section 6.2.2 is based predominantly on the proportionality of the Cheer population represented by each Delegate Member.

Each Director shall serve for a term of four (4) years and shall have no limitation as to the number of additional terms that he or she may serve. The terms of the

Directors shall be staggered such that approximately one-half (1/2) of the Directors' terms expire every two (2) years. A Director shall hold office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal.

- 6.2.3 Active Athlete Requirement. The Board of Directors shall at all times meet the Active Athlete Requirement as set forth in Article 11. There shall be no limitation on the number of terms any Active Athlete may serve as Director, provided he or she meets the Active Athlete definition at the time of such election and the other elements of the Active Athlete Requirement are met.
- 6.2.4 Vacancies. If a vacancy occurs on the Board of Directors, it shall be filled by the same manner in which that Director was elected prior to the occurrence of such vacancy, and the person elected to fill the vacancy shall serve for the remaining unexpired portion of the term in question or until his or her earlier death, resignation, or removal.
- 6.2.5 Removal. A Director may be removed in either of the following manners: (i) by a two-thirds (2/3) vote of the other Directors, or (ii) at the direction of the organization that elected the Director (as set forth in Section 6.2.2); provided however, that if any such organization (i) directs the removal of more than one (1) Director in a six-month (6-month) period or (ii) directs the removal of a Director in the six-month (6-month) period preceding the Summer Olympic Games, such removal shall only be effective upon approval by a majority of the other Directors. Any vacancy due to removal shall be filled pursuant to Section 6.2.4.
- 6.2.6 Ex-Officio and Non-Voting Advisory Directors. The Board of Directors may designate any number of persons as ex-officio (non-voting) Directors or non-voting advisory Directors, and each such category or classification shall have such rights and privileges (other than voting rights) as the Board of Directors may determine.
- 6.2.7 No Discrimination. Members of the Board of Directors shall be selected without regard to race, color, religion, national origin, age, disability, sex, sexual orientation, gender identity, gender expression, or marital status.

6.3 Meetings.

- 6.3.1 Annual and Regular Meetings. The Board of Directors shall have at least two (2) meetings annually, and one (1) such meeting shall be designated as its annual meeting. The President or Executive Director shall provide at least seven (7) days written notice of any regular meeting of the Board of Directors. The Board of Directors shall review any interim action taken by the Executive Committee on behalf of the Board of Directors at each meeting of the Board of Directors, and approve a budget for each fiscal year at each annual meeting.

- 6.3.2 Special Meetings. Special meetings of the Board of Directors may be called by the President, individually, or by either the President or the Secretary at the request of at least eight (8) Directors. No special meeting of the Board of Directors may be called with less than ten (10) days written notice by the President, Secretary, or Directors who called the meeting.
- 6.3.3 Manner of Acting. Except as otherwise provided in these Bylaws, in the exercise of any of the powers herein given to the Directors, a simple majority serving at any time shall have authority to make determinations and to act, and all actions of the Directors shall be taken either by resolution at a meeting or by written record without a meeting.
- 6.3.4 Informal Action by Directors.
- 6.3.4.1 Unanimous Consent. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.
- 6.3.4.2 Less Than Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may also be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number of Directors, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the Board of Directors without a meeting by less than unanimous written consent shall be given to those Directors who did not consent in writing to the action.
- 6.3.5 Proxy. No Director may vote by proxy at a meeting other than by a written signed instrument which shall be submitted to the Secretary prior to any vote and subsequently retained in the meeting minutes and given to another member of the Board of Directors of USA Cheer. Such authorization shall only be valid for one (1) meeting and for no longer than three (3) months from the date of execution, and a new authorization shall be signed for any subsequent meeting.
- 6.3.6 Quorum. A majority of the Board of Directors shall be present at a meeting to constitute a quorum, but if less than a majority is present, a majority of Directors present at such meeting may adjourn the meeting without further notice. Provided, however, that there shall be no quorum unless at least one (1) Director who is elected by each Delegate Member (see Sections 5.1 and 6.2.2) is present at a meeting. Further provided, a Director present by proxy shall not count towards quorum.
- 6.3.7 Meetings by Telephone and Transacting Business by Other Means. Directors may participate in a meeting of the Board of Directors by means of a remote electronic communications system, including but not limited to conference telephone,

videoconference, or internet, so long as (i) each person entitled to participate in the meeting consents to the meeting being held by means of that system, and (ii) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Such participation shall constitute presence in person at the meeting for purposes of a quorum and voting. If voting is to take place at a meeting held by means of a remote electronic communications system, reasonable measures shall be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and keep a record of any vote or other action taken.

The Board of Directors shall have the power to transact its business by mail, electronic mail, telephone, or facsimile, if in the judgment of the President the urgency of the case requires such action; but if Directors holding one-third (1/3) of the voting power of the Board of Directors indicate their unwillingness to decide such a matter in such manner, the President shall call a meeting of the Board of Directors to determine the question at issue.

6.3.8 Public Meetings. There may be a portion of each Board of Directors meeting that shall be open to the public. The contents of that portion of the meeting shall be presented by the President to the Board of Directors for their approval. No one other than members of the Board of Directors shall be in attendance when the Board of Directors meets in executive session. For this purpose, “executive session” means meetings of the Board of Directors which the Board of Directors determines, in its discretion, shall relate to confidential or otherwise sensitive issues. Examples of confidential or otherwise sensitive issues include, without limitation, the discussion of salaries, employment issues, and legal matters.

6.4 Compensation. Directors shall serve without compensation, and no Director shall receive any pecuniary benefit from USA Cheer in his or her capacity as a Director except reimbursement for actual expenses incurred in connection with the business of USA Cheer, to the extent such expenses are determined to be reasonable by the Board of Directors.

6.5 Powers. No Director, officer, employee, or agent of USA Cheer (other than the President and Executive Director, as set forth below in this Section 6.5) shall have the power to incur any indebtedness on behalf of USA Cheer in excess of Five Hundred Dollars (\$500.00) unless he or she has obtained advance authorization to do so by the Board of Directors.

The President shall have the power to incur indebtedness on behalf of USA Cheer in excess of Five Hundred Dollars (\$500.00) for any one (1) transaction, but shall not have the power to incur indebtedness on behalf of USA Cheer in excess of Fifty Thousand Dollars (\$50,000.00) for any one (1) transaction or series of related transactions unless he or she has obtained advance authorization to do so by the Board of Directors.

The Executive Director shall have the power to incur indebtedness on behalf of USA Cheer in excess of Five Hundred Dollars (\$500.00) for any one (1) transaction, but shall not have

the power to incur indebtedness on behalf of USA Cheer in excess of Five Thousand Dollars (\$5,000.00) for any one (1) transaction or series of related transactions unless he or she has obtained advance authorization to do so by the Board of Directors.

6.6 Contracts, Checks, Deposits, and Funds.

6.6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of USA Cheer, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of USA Cheer. Such authority may be general or confined to specific instances. In the absence of specific authorization to the contrary by the Board of Directors, any such instrument with financial obligations over \$50,000 shall require the signature of both the President and the Executive Director.

6.6.2 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of USA Cheer shall be signed by such officer or officers, agent or agents of USA Cheer and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of a specific determination by the Board of Directors, an instrument may be signed by the President or the Executive Director so long as it does not exceed \$5,000; any instruments exceeding \$5,000 shall require signatures from any two (2) of the following: the President, the Executive Director, or the Assistant Treasurer. The President and Assistant Treasurer shall each conduct a monthly audit of all bank records, including those set forth herein.

6.6.3 Deposits. All funds of USA Cheer shall be deposited from time to time to the credit of USA Cheer in such banks, trust companies, or other depositories as the Board of Directors may select.

6.6.4 Gifts. The Board of Directors may accept on behalf of USA Cheer any contribution, gift, bequest, or devise for the general purposes or for any special purpose of USA Cheer.

6.7 Notice. Notice of any meeting of the Board of Directors shall be given by written notice delivered personally or sent by mail, electronic mail, or facsimile to each Director at his or her address as shown by the records of USA Cheer. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by electronic mail or facsimile, notice shall be deemed to be delivered upon confirmation of receipt. Any Director may waive notice of any meeting in writing. All such written waivers shall be filed with the minutes of such meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

ARTICLE 7—OFFICERS

- 7.1 The officers of USA Cheer shall be a President, two (2) Vice Presidents (one (1) to be appointed by USASF and one (1) to be appointed by NASC, as set forth in Section 7.3.1), a Secretary, Treasurer, one (1) or more Active Athlete Representatives, and such other officers as shall be elected by the Board of Directors. The President, Vice Presidents, Secretary, Treasurer, and Active Athlete Representative shall be elected from members of the Board of Directors. The Board may elect one or more Assistant Treasurers and one or more Assistant Secretaries, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

No person who is an officer of another NGB (recognized as such by the USOC) shall be eligible to be elected as an officer of USA Cheer. No one individual on the Board of Directors may serve in more than one (1) capacity as an officer.

- 7.2 Officers shall have specific responsibilities, obligations, and duties associated with their positions. Their titles, duties, obligations, and other responsibilities, shall include, without limitation, the following:

7.2.1 President. The President shall preside at all meetings of the Board of Directors and shall be the principal executive officer of USA Cheer. The President shall have the responsibility to supervise and manage the organization's business and conduct such business as deemed necessary and appropriate by the Executive Committee and Board of Directors. The President may sign, with the Treasurer (if any) or any other proper officer of USA Cheer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws (specifically, Section 6.6.2 with respect to checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness) or by statute to some other officer or agent of USA Cheer; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

7.2.2 Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice Presidents, together, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. In the event the Vice Presidents, while acting in the absence of the President, fail to come to a consensus on how to act, the Board of Directors shall determine the manner in which the Vice Presidents shall proceed. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

7.2.3 Secretary. The Secretary shall (i) keep the minutes of the meetings of the Board of Directors, (ii) supervise the distribution of the minutes and any reports, (iii) give all notices in accordance with the provisions of these Bylaws or as required by law, (iv) be custodian of the corporate records, and (v) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

7.2.4 Treasurer. If required by the Board of Directors, the Treasurer (if any) shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall (i) have charge and custody of and be responsible for all funds and securities of USA Cheer, (ii) receive and give receipts for moneys due and payable to USA Cheer from any source whatsoever, and deposit all such moneys in the name of USA Cheer in such banks, trust companies, or other depositories as shall be selected, and (iii) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall make a written report of the finances of USA Cheer at each regular meeting of the Directors, and at such other time as the Directors shall require.

7.2.5 Active Athlete Representative(s). The Active Athlete Representative(s) shall at all times cause the group of Officers (as a whole) to meet the Active Athlete Requirement. An Active Athlete Representative may hold any of the Officer roles set forth in this Article 7, or may hold the role of Active Athlete Representative.

The Active Athlete Representative(s) shall be appointed by majority vote of the USA Cheer Directors who are elected by the Active Athlete Assembly.

7.2.6 Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurer(s) (if any) shall give bond(s) for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurer(s) and Assistant Secretary(ies) in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

7.3 Election. Election of officers (other than the two (2) Vice Presidents, as set forth in Section 7.3.1) shall be conducted by the Board of Directors. Each officer shall hold office for a term of four (4) years, or until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal.

7.3.1 Vice Presidents. The Vice Presidents shall not be elected by the Board of Directors. Rather, one (1) Vice President shall be appointed by the Directors elected by USASF, and one (1) Vice President shall be appointed by the Directors elected by NASC. The manner of selection of the Vice President by NASC shall be determined by NASC, subject to the review and approval of the Executive Committee of USA Cheer.

7.4 Vacancies. The Board of Directors shall fill any officer vacancies (other than the offices of the Vice Presidents and the Active Athlete Representative positions) for any unexpired terms, subject to the limitations on eligibility contained in this Article 7. A vacancy in the office of Vice President shall be filled by the same manner in which that Vice President was elected prior to the occurrence of the vacancy, in accordance with Section 7.3.1.

7.5 Removal. Any officer may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in its judgment the best interests of USA Cheer would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any vacancy due to removal under this Section 7.5 shall be filled pursuant to Section 7.4.

An officer elected under Section 7.3 may also be removed at the direction of the Delegate Member whose appointees appointed the officer; provided, however, that if any such organization (i) directs the removal of more than one (1) officer in a six-month (6-month) period or (ii) directs the removal of an officer in the six-month (6-month) period preceding the Summer Olympic Games, such removal shall only be effective upon approval by a majority of the Board of Directors. Any vacancy due to removal shall be filled pursuant to Section 7.4.

7.6 Compensation. Officers shall serve without compensation, although there shall be no prohibition against such an individual receiving compensation for services provided in another capacity. Officers may receive reimbursement for actual expenses incurred in connection with the business of USA Cheer, to the extent such expenses are determined to be reasonable by the Board of Directors.

7.7 No Discrimination. Officers shall be elected without regard to race, color, religion, national origin, age, disability, sex, sexual orientation, gender identity, gender expression, or marital status.

ARTICLE 8—EXECUTIVE COMMITTEE

8.1 Composition. The Executive Committee shall consist of the following members:

- a. President;
- b. Vice President appointed by the Directors elected by USASF;
- c. Vice President appointed by the Directors elected by NASC;
- d. Treasurer;
- e. Secretary; and
- f. Two (2) Active Athlete Representative(s) appointed under Section 7.2.5.

8.2 Chair. The Executive Committee shall be chaired by the President.

8.3 Size. The Executive Committee shall not increase or decrease in size due to the election of additional officers under Section 7.1 or 7.3, or due to the removal of any officer. Any increase or decrease in the size of the Executive Committee shall be by a two-thirds (2/3) vote of the Board of Directors or amendment of these Bylaws. Provided however, a member of the Executive Committee who holds more than one Officer position, shall only have one (1) vote on the Executive Committee.

8.4 Active Athlete Representative(s). The Executive Committee shall at all times meet the Active Athlete Requirement. The Active Athlete Representative(s) shall attend the Executive Committee meetings and perform such duties and assignments as prescribed by the President, contained within these Bylaws, or so designated to them by either the President or the Executive Committee.

The Active Athlete Representative(s) on the Executive Committee shall be the same individuals appointed under Section 7.2.5.

8.5 Authority. The Executive Committee shall, subject to the establishment of policies and operating principles by the Board of Directors, (i) act on behalf of the Board of Directors between meetings, and (ii) carry out the day-to-day affairs of USA Cheer. The minutes of each Executive Committee meeting shall be distributed to the Board of Directors within four (4) weeks of the meeting.

8.6 Meetings. Regular or special meetings of the Executive Committee shall be held with at least seven (7) days written notice. A special meeting of the Executive Committee shall be called by the Secretary whenever requested in writing by a majority of the members of the Executive Committee.

8.7 Manner of Acting. Except as otherwise provided in these Bylaws, in the exercise of any of the powers herein given to the Executive Committee, a simple majority serving at any time shall have authority to make determinations and to act, and all actions of the Executive Committee shall be taken either by resolution at a meeting or by written record without a meeting.

8.8 Informal Action by Executive Committee.

8.8.1 Unanimous Consent. Any action required by law to be taken at a meeting of the Executive Committee, or any action which may be taken at a meeting of the Executive Committee, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members of the Executive Committee.

8.8.2 Less Than Unanimous Consent. Any action required or permitted to be taken at any meeting of the Executive Committee may also be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number of the members of the Executive Committee, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled

to vote on the action were present and voted. Prompt notice of the taking of any action by the Executive Committee without a meeting by less than unanimous written consent shall be given to those members of the Executive Committee who did not consent in writing to the action.

- 8.9 Proxy. No member of the Executive Committee may vote by proxy.
- 8.10 Quorum. A majority of the Executive Committee shall be present at a meeting to constitute a quorum, but if less than a majority is present, a majority of the Executive Committee present at such meeting may adjourn the meeting without further notice.
- 8.11 Meetings by Telephone and Transacting Business by Other Means. Members of the Executive Committee may participate in a meeting of the Executive Committee by means of a remote electronic communications system, including but not limited to conference telephone, videoconference, or internet, so long as (i) each person entitled to participate in the meeting consents to the meeting being held by means of that system, and (ii) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Such participation shall constitute presence in person at the meeting for purposes of a quorum and voting. If voting is to take place at a meeting held by means of a remote electronic communications system, reasonable measures shall be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and keep a record of any vote or other action taken.

The Executive Committee shall have the power to transact its business by mail, electronic mail, telephone, or facsimile, if in the judgment of the President the urgency of the case requires such action; but if members of the Executive Committee holding one-third (1/3) of the voting power of the Executive Committee indicate their unwillingness to take action in such manner, the President shall call a meeting of the Executive Committee to determine the question at issue.

- 8.12 Compensation. Members of the Executive Committee shall serve without compensation, although there shall be no prohibition against such an individual receiving compensation for services provided in another capacity. Members of the Executive Committee may receive reimbursement for actual expenses incurred in connection with the business of USA Cheer, to the extent such expenses are determined to be reasonable by the Board of Directors.
- 8.13 Notice. Notice of any meeting of the Executive Committee shall be given by written notice delivered personally or sent by mail, electronic mail, or facsimile to each committee member at his or her address as shown by the records of USA Cheer. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by electronic mail or facsimile, notice shall be deemed to be delivered upon confirmation of receipt. Any committee member may waive notice of any meeting in writing. All such written waivers shall be filed with the minutes of such meeting. The attendance of a committee member at any meeting shall constitute a

waiver of notice of such meeting, except where a committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

ARTICLE 9—EXECUTIVE DIRECTOR

- 9.1 **Generally.** The Board of Directors shall have the right to employ an Executive Director as the principal administrator of the affairs of USA Cheer. The Executive Director shall be responsible to the Board of Directors and Executive Committee for the performance of such managerial and administrative duties as shall be assigned by the Board of Directors and the Executive Committee.
- 9.2 **Duties.** The Executive Director shall, among his or her other duties, cause an annual proposed budget (with the assistance of the Treasurer, if any) for USA Cheer to be prepared on or before the annual meeting of the Board of Directors, and shall submit such budget to the Board of Directors at the annual meeting. Once the budget has been approved by the Board of Directors, the budget may be revised upon action by the Board of Directors. If no Executive Director has been employed, the Treasurer (if any) shall be solely responsible for preparing and submitting a budget.
- 9.3 **Additional Personnel.** Subject to the approval of the Board of Directors, the Executive Director shall employ such additional administrative personnel as are necessary to carry out the affairs of USA Cheer.

ARTICLE 10—COMMITTEES

- 10.1 **Committees.** In addition to those committees described in these Bylaws, the Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one (1) or more committees. Committees shall at all times remain subject to the control and supervision of the Board of Directors. In no event shall any committee have or exercise the authority of the Board of Directors. Except as otherwise provided in these Bylaws or by such resolution, members of each such committee and a committee chair shall be appointed by the President. Any committee member may be removed by the President, Executive Committee, or Board of Directors whenever, in their judgment, the best interests of USA Cheer shall be served by such removal. Committees may have the composition, size, governance, and responsibilities as prescribed either in these Bylaws or in the discretion of the Board of Directors.

No person shall chair any one (1) committee for more than eight (8) consecutive years. No person may be concurrently named chair of more than one (1) committee.

10.1.1 Active Athlete Requirement. Each committee shall at all times meet the Active Athlete Requirement. Active Athlete Representatives serving on a committee shall be appointed by majority vote of the Directors of USA Cheer appointed by the Active Athlete Assembly.

- 10.2 Nominating Committee. The Board of Directors may establish a Nominating Committee in its discretion. If established, the Nominating Committee shall consist of three (3) to five (5) members, appointed by the President and approved by the Board of Directors not less than ninety (90) days prior to the annual meeting of the Board of Directors. Each member of the committee shall have one (1) vote and the chair shall only vote in the case of a tie.

The Nominating Committee shall create a slate of candidates for officers and propose these candidates to the Board of Directors for its evaluation and consideration, not less than fourteen (14) days prior to the annual meeting of the Board of Directors. The Nominating Committee shall also prepare the qualification and identification of prospective candidates. If no Nominating Committee is established, the Board of Directors shall create a slate of officer candidates in a manner in which it deems appropriate.

- 10.3 Bylaws Committee. The Board of Directors may establish a Bylaws Committee in its discretion. If established, the Bylaws Committee shall consist of a minimum of three (3) members. The Bylaws Committee shall make recommendations at the annual meeting of the Board of Directors regarding necessary and appropriate changes to these Bylaws. The Bylaws Committee shall present a report at every annual meeting of the Board of Directors, regardless of whether there are any proposed changes to these Bylaws.

If no Bylaws Committee is established, the Board of Directors shall review the Bylaws every two (2) years.

- 10.4 Ethics Committee. The Board of Directors may establish an Ethics Committee in its discretion. If established by the Board of Directors, the President, with approval of the Board of Directors, has the authority to appoint the members of the Ethics Committee. The Ethics Committee shall have no less than five (5) members and no less than one (1) member shall be a member of the Executive Committee. No other member of the Board of Directors shall serve on the Ethics Committee. Ethics Committee selection should be made from individuals from various areas of the Cheer Community who are respected, trusted, and whose names are associated with the highest levels of integrity and moral worth.

The Ethics Committee shall make recommendations to the President and the Executive Committee should they determine any areas of controversy or questionable activity by a member, a group, a federation or an officer, employee, or any other individual or group related to, involved in, or transacting business with USA Cheer. Penalties and sanctions may include, without limitation, reprimands, suspensions, removals, and terminations of members, organizations, or other individuals or groups. Provided however, no procedure

initiated by the Ethics Committee shall be in conflict with the Conflict of Interest Policy adopted by the board of Directors, except to the extent specifically authorized by the Board of Directors.

The Ethics Committee may create and publish a “Code of Conduct,” based upon similar policies, guidelines, and standards associated with international sport. This document shall be reviewed at regular intervals by the Ethics Committee and may be sent to all members and participants in Amateur Athletic Competitions on an annual basis.

- 10.5 Membership Committee. The Board of Directors may establish a Membership Committee in its discretion. If established, the Membership Committee shall review the composition of the Board of Directors and advise whether the membership on the Board of Directors best represents the leadership in Cheer. The Membership Committee shall make recommendations to the Board of Directors to help ensure that the appropriate power and authority (as set forth in these Bylaws) is allocated through voting strength or membership, accordingly, and in the best interests of USA Cheer. Such recommendations shall help to ensure that the voting strength of each Delegate Member reflects the nature, scope, quality, and strength of the programs of the National Sports Organizations in relation to all other programs in Cheer in the United States. The Membership Committee may also make recommendations to the Board of Directors regarding changes in voting strength of the Board of Directors.

The President shall determine the number of committee members and the specific composition of the committee.

- 10.6 Disabled Committee. The Board of Directors may establish a Disabled Committee in its discretion. If established, the Disabled Committee shall study, evaluate, and represent the interests of the disabled populations that wish to have an involvement with Cheer. The Disabled Committee shall make recommendations and present ideas to the Board of Directors for action to create ways that disabled individuals may participate in Cheer activities, including competition. The Disabled Committee should also engage in communication with the USOC’s Disabled Sports Organization, as well as groups such as Special Olympics or Wheelchair Sports USA.

- 10.7 Finance & Accounting Committee. The Board of Directors may establish a Finance & Accounting Committee in its discretion. If established, the Finance & Accounting Committee shall oversee the finance and accounting practices of USA Cheer. The Finance & Accounting Committee shall work with the Treasurer (if any), as well as the President and any administrative staff, to review and evaluate the financial status of USA Cheer. The committee shall also assist with and help produce an annual budget, as well as make suggestions and recommendations on managing the budget. The committee may recommend certain accounting practices and oversee the implementation of such recommendations.

Members of the Finance & Accounting Committee may be required, as a condition to committee membership, to sign certain confidentiality agreements at the discretion of the Board of Directors.

- 10.8 Term of Office. Unless otherwise provided in these Bylaws, each member of a committee shall serve a two-year (2-year) term and shall remain in such position until his or her successor is appointed, unless (i) the committee shall be sooner terminated, (ii) such member be removed from such committee, or (iii) such member shall cease to qualify as a member thereof.
- 10.9 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 10.10 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- 10.11 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors. The Board of Directors may modify such rules in its discretion.
- 10.12 Informal Action
- 10.12.1 Unanimous Consent. Any action required by law to be taken at a meeting of a committee, or any action which may be taken at a meeting of a committee, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the committee members.
- 10.12.2 Informal Action by Less Than Unanimous Consent. Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number of committee members as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the committee without a meeting by less than unanimous written consent shall be given to those committee members who did not consent in writing to the action.

ARTICLE 11—ACTIVE ATHLETES; ATHLETES ASSEMBLY; ACTIVE PARALYMPIC ATHLETES

- 11.1 Active Athlete Requirement. Active Athletes shall represent at least twenty percent (20%) of the voting power and membership on all boards, committees, or other decision-making bodies within the governance and administrative structure of USA Cheer, as required by

the USOC Bylaws and the Amateur Sports Act. In addition, Active Athlete representatives on USA Cheer boards, committees, or other decision-making bodies shall meet the following standards, as applicable: (i) at least one-half (1/2) of the Active Athletes serving shall have competed in USA Cheer's events or disciplines that are on the Cheer program in the Olympic or Pan American Games (if any), and (ii) up to one-half (1/2) of the Active Athletes may have competed in (a) an event or discipline not on the program of the Olympic or Pan American Games, provided that such event or discipline is recognized by ICU or is regularly included in the international competition program of ICU, or (b) the Paralympic Games or an IPC-recognized World Championship in events on the Paralympic Games program.

11.1.1 Designated Committees. In order to satisfy the 24-Month Rule (defined in Article 1), an Active Athlete serving on a Designated Committee shall be required to demonstrate his or her active engagement in Amateur Athletic Competition by demonstrating that, within the prior twenty-four (24) months, he or she finished in the top half of the national championships or team selection competition for World Competition (as defined in Article 1), participated as a member of USA Cheer's national team, or for purposes of satisfying the requirement set forth in Section 8.8.2(b)(ii) of the USOC Bylaws only, within ten (10) years preceding election, represented the United States in the World Paralympic Competition.

At the time of adoption of these Bylaws, a "Designated Committee" shall be as defined in the USOC Bylaws, and means the following: nominating committees, budget committees, panels empowered to resolve grievances, and committees that prepare, approve, or implement programs in the following areas: (i) expenditures of funds allocated to USA Cheer by the USOC, and (ii) selection of international, Olympic, Paralympic, and Pan American Games Team members including athletes, coaches, administrators, and sports staff.

11.1.2 Weighted Vote. If necessary in the Board of Director's discretion and with the approval of the USOC, one (1) or more Active Athlete Representative(s) on any board, committee, or decision-making body may have a weighted vote sufficient to fulfill the Active Athlete Requirement for such board, committee, or decision-making body.

11.1.4 Role of Active Athlete Representatives. In addition to the duties of any particular role to which he or she is elected, Active Athlete Representative(s) shall participate in and represent the Athletes that participate in Cheer. Active Athlete Representative(s) shall attend meetings, serve on committees, and be familiar with the operation and management of USA Cheer. Active Athlete Representative(s) shall also create and encourage communication with the Athlete populations in order to properly and accurately speak and represent the Athletes in Cheer. Active Athlete Representatives shall also be active in the Active Athletes Assembly.

11.2 Active Athletes Assembly.

11.2.1 Generally. Active Athletes shall be elected to serve on the Active Athletes Assembly as set forth in this Article 11. The Active Athletes Assembly shall be subject to the Active Athlete Requirement.

11.2.2 Membership in Active Athletes Assembly. The Active Athletes Assembly shall consist of between ten (10) and fifty (50) Active Athletes nominated by the Executive Committee in accordance with Section 11.2.4, and elected in accordance with Section 11.2.5. The Active Athlete Assembly shall include, in the determination of the Executive Committee, a proportionate and representative number of Active Paralympic Athletes.

The Executive Committee may establish the number of Active Athletes who shall serve on the Active Athletes Assembly at any time. Active Athletes appointed or elected to the Active Athletes Assembly shall remain members of the Active Athletes Assembly until such time as they die, resign, no longer qualify as Active Athletes, or are removed by the Board of Directors. In the event an Active Athlete is unable to complete the term of a position to which he or she has been duly elected, the Active Athlete Assembly shall appoint a replacement for the remainder of the un-expired term.

The members of the Active Athletes Assembly shall be selected with the intention that they represent a broad spectrum of Active Athletes in Cheer in the United States.

11.2.3 Function; Voting. The primary function of the Active Athlete Assembly is to elect Active Athletes to (i) the Board of Directors in accordance with Section 6.2 and (ii) other positions in USA Cheer, as set forth in these Bylaws. The Active Athlete Assembly shall act by simple majority vote.

Each Active Athlete who is a member of the Active Athletes Assembly shall have one (1) vote in the selection of the three (3) Directors which the Active Athletes Assembly has the power to elect (as set forth in Section 6.2.2).

11.2.4 Nomination of Active Athletes. At least thirty (30) days before the annual meeting of the Board of Directors, the Executive Committee shall nominate Active Athletes for positions in USA Cheer, including without limitation the Active Athletes Assembly and those positions set forth in Section 11.1, but excluding the Active Athlete Representatives set forth in Sections 7.2.5 and 8.4. Such nomination shall be conducted in accordance with the Active Athlete requirements, qualification, and election procedures set forth in the USOC Constitution and the USOC Bylaws.

11.2.5 Election of Active Athletes. The Active Athlete Assembly shall vote on the Active Athletes nominated pursuant to Section 11.2.4. Such election shall be conducted

in accordance with the Active Athlete requirements, qualification, and election procedures set forth in the USOC Bylaws.

11.2.6 Cooperation. USA Cheer shall work with the Athletes Assembly to best manage and facilitate the voting and selection process in order to best serve the Active Athletes' rights. The President, in his or her discretion, may appoint a liaison or a committee to evaluate and execute this process.

11.3 Active Paralympic Athlete Requirement; Paralympic Athlete Committee. A Paralympic Athlete Committee shall be established to prepare, approve, and implement the selection of Athletes for any team competing in IPC-recognized Amateur Athletic Competition, IPC-recognized International Amateur Athletic Competition, Paralympic Games, or Parapan Games. Active Paralympic Athletes on the Paralympic Athlete Committee shall represent at least twenty percent (20%) of the voting power and membership of such committee. In addition, the Paralympic Athlete Committee shall meet the following standards, as applicable: (i) at least one-half (1/2) of the Athletes serving shall have competed in USA Cheer's events or disciplines that are on the Cheer program in the Paralympic or Parapan Games (if any), and (ii) up to one-half (1/2) of the Athletes may have competed in (a) an event or discipline not on the program of the Paralympic or Parapan Games, provided that such event or discipline is recognized by ICU or is regularly included in the international competition program of ICU, or (b) the Paralympic Games or an IPC-recognized World Championship in events on the Paralympic Games program.

11.3.1 Weighted Vote. If necessary in the Board of Director's discretion and with the approval of the USOC, one (1) or more Active Paralympic Athlete(s) on the Paralympic Athlete Committee may have a weighted vote sufficient to fulfill the Active Paralympic Athlete Requirement.

ARTICLE 12—COACHES & ADMINISTRATORS ASSEMBLY

12.2 Coaches & Administrators Assembly.

12.2.1 Membership. The Coaches & Administrators Assembly shall consist of between ten (10) and fifty (50) coaches and administrators in Cheer nominated by the Executive Committee in accordance with Section 12.2.3, and elected in accordance with Section 12.2.4. The Executive Committee may establish the number of coaches and administrators who shall serve on the Coaches & Administrators Assembly at any time. Coaches and administrators appointed or elected to the Coaches & Administrators Assembly shall remain members of the Coaches & Administrators Assembly until such time as they die, resign, no longer qualify as a coach or administrator, or are removed by the Executive Committee or Board of Directors. The members of the Coaches & Administrators Assembly shall be selected with the intention that they represent a broad spectrum of coaches and administrators in Cheer in the United States.

12.2.2 Function; Voting. The primary function of the Coaches & Administrators Assembly is to elect Directors to the Board of Directors in accordance with Section 6.2. The Coaches & Administrators Assembly shall act by simple majority vote.

Each coach or administrator who is a member of the Coaches & Administrators Assembly shall have one (1) vote in the selection of the three (3) Directors which the Coaches & Administrators Assembly has the power to elect (as set forth in Section 6.2.2).

12.2.3 Nomination of Coaches and Administrators. At least thirty (30) days before the annual meeting of the Board of Directors, the Executive Committee shall nominate coaches and administrators for the Coaches & Administrators Assembly.

12.2.4 Election. The Coaches & Administrators Assembly shall vote on the coaches and administrators nominated pursuant to Section 12.2.3. The initial Coaches & Administrators Assembly shall be appointed by the Executive Committee or the Board of Directors.

12.3 Cooperation. USA Cheer shall work with the Coaches & Administrators Assembly to best manage and facilitate the voting and selection process in order to best serve the interest of Cheer. The President, in his or her discretion, may appoint a liaison or a committee to evaluate and execute this process.

ARTICLE 13—ICU MEMBERSHIP, SANCTIONING, AND ELIGIBILITY

13.1 USA Cheer shall carry out the responsibilities of the ICU membership, as they may be defined from time to time by the ICU governing bodies. International Amateur Athletic Competition in Cheer shall be conducted in accordance with the terms of Article VII, Section 2 of the USOC Constitution. USA Cheer shall not be a member of more than one (1) international sports federation which is recognized by the IOC or the IPC.

13.2 Equal Opportunity. USA Cheer shall provide an equal opportunity to Athletes, coaches, trainers (including, without limitation, athletic trainers and non-medical personnel), managers, administrators, and officials to participate in Amateur Athletic Competition without discrimination on the basis of race, color, religion, national origin, age, disability, sex, sexual orientation, gender identity, gender expression, or marital status.

13.2.1 Before declaring any Athlete, coach, trainer, manager, administrator, or official ineligible to participate in any Amateur Athletic Competition, USA Cheer shall provide the affected individual with written notice of the alleged grounds of ineligibility and of the individual's right to a hearing on the matter.

13.3 No More Restrictive. USA Cheer shall not adopt eligibility criteria relating to amateur status or participation in the Olympic, Pan American, Paralympic, or Parapan Games that are more restrictive than those of the ICU or the IPC.

ARTICLE 14—INTERNAL GRIEVANCE PROCEDURE

14.1 Filing of Grievance. Any member of USA Cheer may file a written grievance with the President or Executive Director (if any) pertaining to any matter within the cognizance of USA Cheer and alleging a violation of any provision of these Bylaws, the Amateur Sports Act, the USOC Constitution, or the USOC Bylaws. Provided, however, that no grievance shall be filed with USA Cheer that addresses a violation which is alleged to have occurred at and is related to an event which USA Cheer sanctions, but which is administered and/or coordinated by another organization. If the Board of Directors determines that a grievance filed with USA Cheer should be handled by another organization, the Board of Directors shall forward the grievance to the appropriate organization and provide notice of the same to the member that filed the grievance.

14.1.1 Any grievance shall be signed and allege with particularity the nature of the grievance and each claimed violation of the aforementioned documents by reference to specific sections thereof, stating in concise language how, when, and where the alleged violation occurred.

14.2 Treatment of Grievance. Upon receipt of a grievance, the Executive Director (if any) shall refer it to the President and the Board of Directors. If the President determines that the grievance can be resolved informally (and the Board of Directors does not direct the President otherwise), he or she shall make an effort to resolve the grievance himself or herself. If the President cannot resolve the grievance informally or if the President has a conflict of interest in reviewing or addressing the grievance, he or she shall refer it to the Board of Directors.

If the grievance is referred to the Board of Directors or, in the event that the member filing a grievance is not satisfied with the resolution of the matter reached by informal methods by the President, the member shall be entitled to be heard before the Board of Directors at its next scheduled meeting. Procedures for hearing of the grievance shall be the same as are set forth in Section 14.3. The Board of Directors' determination of the matter shall be final, except as provided in the arbitration provisions of Article 15.

14.3 Procedures for Hearing. Unless the President determines that a hearing before the Board of Directors would result in unnecessary delay, the hearing shall be held before the Board of Directors at its next scheduled meeting. The affected individual shall be notified of the time and place of the hearing, his or her right to appear personally and/or through an attorney, and his or her right to present evidence and argument relating to his or her eligibility. USA Cheer shall also have the right to present evidence and argument at the hearing, either through the Executive Director (or if none, the President) or his or her

designee. The hearing shall be informal, with all parties being given reasonable opportunity to examine the pertinent evidence and to exchange views. At the request and expense of the affected individual, a transcript of the proceedings may be taken by a certified court reporter. Otherwise, the Secretary shall keep minutes of the hearing. Following the close of the hearing, the Board of Directors shall render its written decision, citing the principal grounds therefore, and a copy thereof shall be provided the affected individual. There shall be no right of an appeal within USA Cheer from a decision of the Board of Directors (except as provided in the arbitration provisions in Article 15).

If the President determines that a hearing before the Board of Directors would result in unnecessary delay, he or she shall promptly appoint, from among the Board of Directors, one (1) or more disinterested hearing officer(s) to conduct the initial eligibility hearing, and the same procedures set forth in this Section 14.3 shall apply to a hearing before the hearing officer(s), except that he or she, rather than the Secretary, shall keep the minutes of the hearing. If the decision of the hearing officer(s) is adverse to the affected individual, he or she shall have the right to appeal to the Board of Directors at its next scheduled meeting. Such an appeal shall consist of a de novo proceeding as provided in above in this Section 14.3, except that the transcript or minutes of the hearing before the hearing officer(s) shall automatically be included in the evidence before the Board of Directors.

ARTICLE 15—BINDING ARBITRATION

USA Cheer shall, subject to exhaustion of any internal remedies set forth in these Bylaws, submit to binding arbitration conducted in accordance with the Commercial Rules of the American Arbitration Association as required by the USOC Bylaws and the Amateur Sports Act.

ARTICLE 16—INDEMNIFICATION

16.1 Extent of Indemnification and Advancement of Expenses. Except as provided below in Section 16.2, USA Cheer shall indemnify and advance expenses to any person who (i) is or was a Director, officer, employee, or agent of USA Cheer or (ii) serves or has served at the request of USA Cheer as a Director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may or is required to grant indemnification to a Director under the TBOC; notwithstanding the foregoing, however, USA Cheer may indemnify and advance expenses to an officer, employee, or agent, or any person who is identified in Section 16.1(ii) and who is not a Director to such further extent, consistent with law, as may be provided by USA Cheer's Certificate of Formation, these Bylaws, general or specific action of the Board of Directors, by contract, or as otherwise permitted or required by common law.

- 16.2 Limitation on Extent of Indemnification in Derivative Suits. In case of a suit by or in the right of USA Cheer against a person named in Section 16.1 by right of his or her holding a position named in Section 16.1, USA Cheer shall only indemnify such person for expenses (including attorneys' fees, but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of the suit.
- 16.3 Non-Exclusive. The indemnification provided by this Article 16 shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement of disinterested Directors, or otherwise.
- 16.4 Continuation. The indemnification and advance payment provided by this Article 16 shall continue as to a person who has ceased to hold a position named in Section 16.1 and shall inure to his or her heirs, executors, and administrators.
- 16.5 Insurance. USA Cheer may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any such Director, officer, employee, agent, or person as specified in Section 16.1, against any such expense, liability, or loss, whether or not USA Cheer would have the power to indemnify such person against such expense, liability, or loss under the TBOC.
- 16.6 Reports. Indemnification payments, advance payments, and insurance payments made under this Article 16 shall be reported in writing to the Board of Directors with the next notice of annual meeting, or within six (6) months, whichever is sooner.

ARTICLE 17—MISCELLANEOUS PROVISIONS

- 17.1 Communication Procedures. USA Cheer shall use all the means available to it in order to best communicate and disseminate information among the Board of Directors. With prior consent and approval of the Board of Directors, electronic mail and other electronic communication may be normal and considered an acceptable method and manner to deliver information to the Board of Directors.
- 17.2 Affiliation. USA Cheer reserves the right to create relationships with and may affiliate with other organizations that are determined to be beneficial and in the best interests of USA Cheer, its Athletes, and programs. At the same time, USA Cheer also reserves the right to oppose and not accept any associations and affiliations that the Board of Directors determines to be detrimental, debilitating, or to have a negative influence on Cheer, its Athletes, or programs.
- 17.3 Books and Records. USA Cheer shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors.

- 17.4 Fiscal Year. The fiscal year of USA Cheer shall begin on the first day of January and end on the last day in December in each year.
- 17.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of the TBOC or under the provisions of the Certificate of Formation or the Bylaws of USA Cheer, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 18—ADOPTION AND AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds (2/3^{rds}) vote of the Board of Directors at any meeting of the Board of Directors of USA Cheer, if a minimum of thirty (30) days written notice is given of such intention to amend these Bylaws, and such notice contains a statement of the nature of the proposed amendment(s). Any other operating procedures of USA Cheer may be amended by the Board of Directors, to the extent not inconsistent with the terms herein.

The undersigned, as President of USA Cheer, does hereby certify that the foregoing are the Bylaws of USA Cheer as approved and adopted by unanimous vote at the June 20, 2018 meeting of the Board of Directors.


BILL SEELY, President